

Exhibit 1

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

vs.

Case No.

UBER TECHNOLOGIES, INC.; 17-cv-00939-WHA

OTTOMOTTO, LLC; OTTO

TRUCKING LLC,

Defendants.

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

CONTINUED VIDEOTAPED DEPOSITION OF TRAVIS KALANICK

San Francisco, California

Monday, October 2, 2017

Volume II

REPORTED BY:

REBECCA L. ROMANO, RPR, CSR No. 12546

JOB NO. 2716673

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CONTINUED VIDEOTAPED DEPOSITION OF TRAVIS
KALANICK, taken on behalf of the Plaintiff, at Orrick,
Herrington & Sutcliffe LLP, The Orrick Building,
405 Howard Street, 10th Floor, San Francisco,
California, commencing at 9:15 a.m., Monday,
October 2, 2017 before Rebecca L. Romano,
Certified Shorthand Reporter No. 12546

1 THE DEPONENT: I don't see anything by -- 12:02:24

2 I don't see anything -- any reference to Stroz
3 here.

4 Q. (By Mr. Verhoeven) You didn't know the
5 diligence was being done by Stroz? 12:02:28

6 MS. DUNN: Objection to form.

7 THE DEPONENT: I just -- I kind of
8 empowered the business team and the -- and the
9 legal team to do that.

10 Q. (By Mr. Verhoeven) Is it your testimony 12:02:37
11 that on March 21st, 2016, you did not know that the
12 diligence was being run by Stroz and MoFo?

13 A. I may not know the specific company
14 names, but I knew diligence was going on.

15 Q. What was your understanding of what that 12:02:51
16 diligence was?

17 MS. DUNN: I will instruct the witness to
18 exclude from his answer anything that he would know
19 solely based on conversations that are privileged
20 with counsel. 12:03:00

21 THE DEPONENT: I -- I think all -- I
22 think information to that question was only
23 obtained through counsel.

24 Q. (By Mr. Verhoeven) Which counsel?

25 MS. DUNN: You can answer who -- who you 12:03:10

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1 Q. And on the left top column, it says, 12:07:50

2 "Pre-signing due diligence."

3 Do you see that?

4 A. Yes.

5 Q. And the first bullet says, "Third-party 12:07:57

6 forensic expert performed DD on Anthony, Lior and 3

7 other key employees."

8 Do you see that?

9 A. I do.

10 Q. And then the second -- third bullet down 12:08:07

11 says, "Uber received report from both forensic

12 expert and outside counsel."

13 Do you see that?

14 A. Yes, I do.

15 Q. What was that report? 12:08:26

16 MS. DUNN: I'll instruct the witness to

17 exclude from his answer anything that he knows

18 solely based on conversations that may be

19 privileged that he had with counsel.

20 THE DEPONENT: I am not sure what that 12:08:35

21 report is.

22 Q. (By Mr. Verhoeven) Did you receive a

23 report from the forensic expert?

24 A. I did not.

25 Q. Did Mr. Cameron Poetzscher receive a 12:08:42

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1 Q. It says on the last bullet in this 12:10:37
2 column, under pre-signing due diligence, "Based on
3 our review of the facts, Uber decided to move
4 forward with signing of the Put Call Agreement."

5 Aren't you saying to the board there that 12:10:49
6 the review of the forensic expert report and [REDACTED]
7 [REDACTED] and,
8 therefore, Uber decided to move forward?

9 MS. DUNN: Objection to form.

10 THE DEPONENT: So I certainly -- in order 12:11:03
11 to move forward on the deal, I certainly believe
12 that diligence was in a good enough place for us to
13 move forward.

14 Q. (By Mr. Verhoeven) And did you tell that
15 to anyone? 12:11:20

16 A. I may have. I don't remember.

17 Q. So you may have said that at the board
18 meeting?

19 A. I don't remember saying anything about --
20 about diligence. 12:11:29

21 Q. And what did you base -- what facts did
22 you base your opinion at the time that the
23 diligence was good enough to move forward?

24 MS. DUNN: I will instruct the witness to
25 exclude from his answer anything that he would know 12:11:38

1 solely based on privileged conversations with 12:11:40
2 counsel.

3 THE DEPONENT: I empowered the attorneys
4 to do the diligence process and to get to a place
5 where we were -- we were okay, sort of going from 12:11:53
6 pre-signing to signing on our way to close. Right.

7 Q. (By Mr. Verhoeven) Are you saying the
8 attorneys made the decision of whether to move
9 forward?

10 MS. DUNN: Again, same instruction. I 12:12:05
11 will ask you to exclude from your answer anything
12 that you know solely based on your conversations
13 with counsel.

14 THE DEPONENT: Yeah. What I'm saying is
15 that in a transaction like this there's dozens, if 12:12:14
16 not hundreds, of moving parts. Diligence is an
17 effort that's run by legal and by the business
18 team. They are empowered to go and complete that
19 and provided a green light to move forward.

20 Q. (By Mr. Verhoeven) You represented on 12:12:33
21 these slides that based on "our review of the
22 facts, Uber decided to move forward with signing of
23 the Put Call Agreement," correct?

24 MS. DUNN: Objection to form.

25 THE DEPONENT: I didn't make this slide 12:12:43

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1 and I didn't present it. 12:12:46

2 Q. (By Mr. Verhoeven) Well, who did?

3 A. I am not sure anybody presented it.

4 Q. Did the board not have this?

5 A. Well, again, I am not saying they didn't. 12:12:54

6 I am just telling you facts.

7 Q. Isn't this bullet saying that the report
8 was clean? Isn't it implying that by saying "Uber
9 decided to move forward"?

10 MS. DUNN: Objection to form. 12:13:10

11 THE DEPONENT: I think it says, "Based on
12 our review of facts, Uber decided to move forward
13 with the signing of the Put Call Agreement."

14 Q. (By Mr. Verhoeven) And doesn't that
15 imply that the facts came up clean? 12:13:17

16 MS. DUNN: Objection to form.

17 THE DEPONENT: I mean, it -- it implies
18 that they are in a -- that based on our processes
19 and the review that exists, that it's -- we're at a
20 place where we can move forward. 12:13:31

21 Q. (By Mr. Verhoeven) And that doesn't
22 have -- that doesn't mean anything about what the
23 results were of the report?

24 MS. DUNN: Objection. Form.

25 THE DEPONENT: Again, I -- I empower the 12:13:40

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1 business team and the legal team to sort of green 12:13:43

2 light that.

3 Q. (By Mr. Verhoeven) Did you ever receive

4 an interim report from Stroz about the results of

5 its due diligence before signing the April 11th 12:13:52

6 deal terms?

7 A. I did not.

8 THE VIDEOGRAPHER: Half an hour left on

9 the record, Counsel.

10 Q. (By Mr. Verhoeven) Well, who -- did 12:14:00

11 anyone?

12 MS. DUNN: I will ask the witness to

13 exclude from his answer anything that he knows

14 solely based on conversations with counsel.

15 THE DEPONENT: It's possible, but I just 12:14:07

16 don't know.

17 Q. (By Mr. Verhoeven) Weren't you

18 interested in finding out whether the report came

19 up clean?

20 MS. DUNN: Objection to form. 12:14:15

21 THE DEPONENT: I wasn't aware of a

22 report.

23 Q. (By Mr. Verhoeven) Weren't you

24 interested to find out if the -- the forensic

25 diligence came up clean or not? 12:14:23

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1 MS. DUNN: Objection to form. 12:14:27

2 THE DEPONENT: I -- I -- again, I

3 empowered the legal team to go and -- go through

4 our diligence processes and give a green light when

5 it was time. 12:14:37

6 My main objective that I gave to the

7 legal team was, no content whatsoever comes over to

8 Uber. If it comes from a previous employer, it

9 doesn't make it to Uber.

10 Q. (By Mr. Verhoeven) That wasn't my 12:14:50

11 question.

12 My question was, weren't you interested

13 in finding out if the forensic diligence came up

14 clean?

15 MS. DUNN: Objection to form. 12:14:59

16 Q. (By Mr. Verhoeven) Yes or no?

17 A. Not tech -- no. I was interested -- no,

18 I was interested in the legal team going through a

19 full diligence process and interested in whether

20 they gave us the green light or not. 12:15:18

21 Q. So for the record, it's your testimony

22 here today that you were not interested in knowing

23 whether or not the results of the diligence report

24 done by Stroz came up clean?

25 MS. DUNN: Objection to form. 12:15:31

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